

Gregg M. Galardi, Esq.  
 Ian S. Fredericks, Esq.  
 SKADDEN, ARPS, SLATE, MEAGHER &  
 FLOM, LLP  
 One Rodney Square  
 PO Box 636  
 Wilmington, Delaware 19899-0636  
 (302) 651-3000

Dion W. Hayes (VSB No. 34304)  
 Douglas M. Foley (VSB No. 34364)  
 MCGUIREWOODS LLP  
 One James Center  
 901 E. Cary Street  
 Richmond, Virginia 23219  
 (804) 775-1000

- and -

Chris L. Dickerson, Esq.  
 SKADDEN, ARPS, SLATE, MEAGHER &  
 FLOM, LLP  
 333 West Wacker Drive  
 Chicago, Illinois 60606  
 (312) 407-0700

Counsel to the Debtors and  
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - - x  
 In re: : Chapter 11  
 :  
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
 et al., :  
 :  
 Debtors. : Jointly Administered  
 - - - - - x

**ORDER ON DEBTORS' FOURTH OMNIBUS  
 OBJECTION TO CERTAIN DUPLICATIVE CLAIMS**

THIS MATTER having come before the Court on the  
 Debtors' Fourth Omnibus Objection to Certain Duplicative  
 Claims (the "Objection"), and it appearing that due and  
 proper notice and service of the Objection has been given in  
 compliance with Fed. R. Bankr. P. 3007 and 7004 and LBR  
 3007-1 and was good and sufficient and that no other further

notice or service of the Objection need be given; and it further appearing that certain parties filed responses to the Objection; and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The claims identified on Exhibit A - Duplicate 503(b)(9) - Modified Claims as attached hereto and incorporated herein, are forever modified as set forth on Exhibit A - Duplicate 503(b)(9) - Modified Claims for all purposes in these bankruptcy cases; provided, however, this is without prejudice to the claimants' right to seek reclassification to general unsecured status of the surviving alleged administrative claims, as reflected on Exhibit A, to the extent such claims are not allowed as administrative expense priority claims under section 503(b)(9) of the Bankruptcy Code.

2. The status hearing on the Objection to the claims identified on Exhibit B - Duplicate 503(b)(9) - Adjourned Claims as attached hereto and incorporated herein, is hereby adjourned to July 23, 2009, at 11:00 a.m. (Eastern).

3. The Debtors' right to object to any claim included in the Objection on any grounds and on any bases are preserved in their entirety.

4. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before ten (10) business days from the entry of this Order.

Dated: Richmond, Virginia  
June \_\_, 2009

---

HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

- and -

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

\9133191.1

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
8423	1/29/09	BETHESDA SOFTWARES LLC	BETHESDA SOFTWARES LLC ATTN J GRIFFIN LESHER ESQ 1370 PICCARD DR STE 120 ROCKVILLE, MD 20850	CIRCUIT CITY STORES, INC.	Unsecured	\$32,742.84	\$0.00
8423	1/29/09	BETHESDA SOFTWARES LLC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$3,838,606.40	\$0.00
8476	1/29/09	BETHESDA SOFTWARES LLC	SEE ABOVE	CIRCUIT CITY STORES, INC.	Unsecured	\$32,742.84	\$32,742.84
8476	1/29/09	BETHESDA SOFTWARES LLC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$3,838,606.40	\$0.00
1244	12/18/08	BETHESDA SOFTWARES LLC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$3,838,606.40	\$3,838,606.40

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
4433	1/20/09	CHECKPOINT SYSTEMS INC & CHECKPOINT SYSTEMS INC DBA ALPHA SECURITY PRODUCTS	CHECKPOINT SYSTEMS INC & CHECKPOINT SYSTEMS INC DBA ALPHA SECURITY PRODUCTS ATTN SANDY CHRISTOFIDES 101 WOLF DR THOROFARE, NJ 08086	CIRCUIT CITY PURCHASING COMPANY, LLC	503b9 - Admin Priority	\$108,797.44	\$0.00
4433	1/20/09	CHECKPOINT SYSTEMS INC & CHECKPOINT SYSTEMS INC DBA ALPHA SECURITY PRODUCTS	SEE ABOVE	CIRCUIT CITY PURCHASING COMPANY, LLC	Unsecured	\$345,639.50	\$345,639.50
915	12/19/08	CHECKPOINT SYSTEMS INC & CHECKPOINT SYSTEMS INC DBA ALPHA SECURITY PRODUCTS	SEE ABOVE	CIRCUIT CITY PURCHASING COMPANY, LLC	503b9 - Admin Priority	\$108,797.44	\$108,797.44

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
7594	1/28/09	NAVARRE ONLINE FULFILLMENT SERVICES INC	NAVARRE ONLINE FULFILLMENT SERVICES INC ATTN GENERAL COUNSEL 7400 49TH AVE N NEW HOPE, MN 55428	CIRCUIT CITY STORES, INC.	Unsecured	\$1,633.14	\$1,633.14
7594	1/28/09	NAVARRE ONLINE FULFILLMENT SERVICES INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$3,860.12	\$0.00
1251	12/18/08	NAVARRE ONLINE FULFILLMENT INC A SUBSIDIARY OF NAVARRE CORPORATION	NAVARRE ONLINE FULFILLMENT INC A SUBSIDIARY OF NAVARRE CORPORATION 7400 49TH AVE N NEW HOPE, MN 55428	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$7,287.01	\$3,860.12

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
9544	1/30/09	SANDISK CORPORATION	SANDISK CORPORATION 601 MCCARTHY BLVD MILPITAS, CA 95053-7932	CIRCUIT CITY STORES, INC.	Unsecured	Unliquidated	Unliquidated
9544	1/30/09	SANDISK CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	Priority	Unliquidated	Unliquidated
9544	1/30/09	SANDISK CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	Admin Priority	Unliquidated	\$0.00
963	12/19/08	SANDISK CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	Admin Priority	Unliquidated	Unliquidated



In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
4139	1/21/09	SONY ELECTRONICS INC	SONY ELECTRONICS INC TIMOTHY GRIEBERT 1 SONY DR PARK RIDGE, NJ 07656	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$42,510,747.60	\$0.00
4139	1/21/09	SONY ELECTRONICS INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	Unsecured	\$57,755,114.55	\$57,755,114.55
4139	1/21/09	SONY ELECTRONICS INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	Priority	\$69,157,076.10	\$69,157,076.10
914	12/19/08	SONY ELECTRONICS INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$42,510,747.60	\$42,510,747.60

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
5836	1/26/09	THQ INC	THQ INC ATTN CAROLINE R DJANG C O JEFFER MANGELS BUTLER & MARMARO LLP 1900 AVE OF THE STARS 7TH FL LOS ANGELES, CA 90067	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$514,159.08	\$0.00
5836	1/26/09	THQ INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	Secured	\$2,019,596.68	\$2,019,596.68
747	12/12/08	THQ INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$514,159.08	\$514,159.08

In re: Circuit City Stores, Inc, et al.

Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit A - Duplicate 503(b)(9) - Modified Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
9428	1/30/09	WARNER HOME VIDEO A DIVISION OF WARNER BROS HOME ENTERTAINMENT INC	WARNER HOME VIDEO A DIVISION OF WARNER HOME ENTERTAINMENT INC ATTN JULIE KELLEY VICE PRESIDENT BUSINESS AND LEGAL AFFAIRS 4000 WARNER BLVD BLDG 160 RM 11072 BURBANK, CA 91522	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$3,565,348.37	\$0.00
9428	1/30/09	WARNER HOME VIDEO A DIVISION OF WARNER BROS HOME ENTERTAINMENT INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	Unsecured	\$17,768,738.84	\$17,768,738.84
1899	12/23/08	WARNER HOME VIDEO A DIVISION OF WARNER HOME ENTERTAINMENT INC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$3,565,348.37	\$3,565,348.37

In re: Circuit City Stores, Inc, et al.

Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit B - Duplicate 503(b)(9) - Adjourned Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
6273	1/27/09	ION AUDIO LLC	ION AUDIO LLC 200 SCENIC VIEW DR STE 201 CUMBERLAND, RI 02864	CIRCUIT CITY STORES, INC.	Unsecured	\$276,166.74	\$276,166.74
6273	1/27/09	ION AUDIO LLC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$169,015.81	\$0.00
1224	12/18/08	ION AUDIO LLC	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$169,015.81	\$169,015.81

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit B - Duplicate 503(b)(9) - Adjourned Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
7194	1/28/09	<div>MITSUBISHI DIGITAL</div> <div>ELECTRONICS AMERICA INC</div>	<div>MITSUBISHI DIGITAL</div> <div>ELECTRONICS AMERICA INC</div> <div>ATTN BRIAN ATTEBERRY CREDIT MGR</div> <div>9351 JERONIMA RD</div> <div>IRVINE, CA 92618-1904</div>	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$4,965,976.18	\$0.00
7194	1/28/09	<div>MITSUBISHI DIGITAL</div> <div>ELECTRONICS AMERICA INC</div>	SEE ABOVE	CIRCUIT CITY STORES, INC.	Secured	\$2,641,909.24	\$2,641,909.24
7194	1/28/09	<div>MITSUBISHI DIGITAL</div> <div>ELECTRONICS AMERICA INC</div>	SEE ABOVE	CIRCUIT CITY STORES, INC.	Unsecured	\$12,616,167.76	\$12,616,167.76
132	11/18/08	<div>MITSUBISHI DIGITAL</div> <div>ELECTRONICS AMERICA INC</div>	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$4,965,976.18	\$4,965,976.18

In re: Circuit City Stores, Inc, et al.  
Case No. 08-35653 (KRH)

Fourth Omnibus Claims Objection

Exhibit B - Duplicate 503(b)(9) - Adjourned Claims

Claim Number	Date Filed	Claimant Name	Claimant Address	Debtor as Filed	Classification as Filed	Amount Claimed as Filed	Modified Surviving Amount
2295	12/22/08	ONKYO USA CORPORATION	ONKYO USA CORPORATION C O MATTHEW ATTANASIO 18 PARK WAY UPPER SADDLE RIVER, NJ 07458	CIRCUIT CITY STORES, INC.	Priority	\$1,722,427.00	\$1,722,427.00
2295	12/22/08	ONKYO USA CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$4,905,048.57	\$0.00
958	12/19/08	ONKYO USA CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$4,905,048.57	\$0.00
958	12/19/08	ONKYO USA CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	Priority	\$1,722,427.00	\$0.00
128	11/20/08	ONKYO USA CORPORATION	SEE ABOVE	CIRCUIT CITY STORES, INC.	503b9 - Admin Priority	\$4,905,048.57	\$4,905,048.57